APR 1 0 1976 1 20 PM
INTERSTATE COMMERCE COMMISSION

FOURTH AMENDMENT TO LEASE GROUP NO. 3

FOURTH AMENDMENT TO LEASE GROUP NO. 3 dated as of March 25, 1976, by and between UNITED STATES RAILWAY EQUIP-MENT CO., an Illinois corporation ("United") and WILLIAM M. GIBBONS, Trustee ("Trustee") of the Property of CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, a Deleware corporation, Debtor ("Debtor").

WITNESSETH THAT:

WHEREAS, United, as lessor, and Debtor, as lessee, have heretofore entered into that certain Lease Group No. 3 dated as of January 15, 1974 (ICC Rec. No. 7307) as amended by (i) that certain First Amendment to Lease Group No. 3 dated as of October 1, 1975, between United and Trustee (ICC Rec. No. 7307-A), (ii) that certain Second Amendment to Lease Group No. 3 dated as of October 30, 1975, between United and the Trustee (ICC Rec. No. 7307-B) and (iii) that certain Third Amendment to Lease Group No. 3 dated as of November 15, 1975, between United and the Trustee (ICC Rec. No. 7307-C) (collectively the "Lease") covering three hundred sixty-four (364) 50 ton 40'6" steel sheathed boxcars with 6' sliding doors ("Cars"); and

WHEREAS, the Lease was adopted and affirmed by the Trustee pursuant to Order No. 9 dated April 25, 1975, of the United States District Court for the Northern District of Illinois, Eastern Division, in <u>In the Matter of Chicago Rock Island and Pacific Railroad Company</u>, Debtor, No. 75-B 2697; and

WHEREAS, thirty-two (32) of the Cars in Lease Group

No. 3 to be delivered by Debtor for reconstruction as provided

in the Lease are unavailable for reconstruction at this time;

and

WHEREAS, United has arranged for the financing of the three hundred thirty-two (332) Cars which have already been reconstructed (the "Reconstructed Cars"); and

WHEREAS, United and the Trustee have agreed that the aforesaid thirty-two (32) Cars are to be deleted from the Lease by this Fourth Amendment and will be added to that certain Lease Group No. 4 dated as of January 15, 1974 (ICC Rec. No. 7306) between United and Debtor, as amended by First Amendment to Lease Group No. 4 dated February 23, 1976 (ICC Rec. No. 7306-A) and by Second Amendment to Lease Group No. 4 dated as of March 5, 1976 (ICC Rec. No. 7306-B) between United and the Trustee; and

WHEREAS, because of the difficulty of locating and timely delivering certain of the Cars for reconstruction as required by the Lease, the old car numbers of the Reconstructed Cars were in many cases different from the old car numbers of such Cars as set forth in Appendix A to the Lease; and

WHEREAS, the parties hereto desire to amend the Lease to cover the Reconstructed Cars only and indicate on the records of the Interstate Commerce Commission the actual correlation between old car and new car numbers.

NOW THEREFORE, in consideration of the premises and of the payment by United to Trustee of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, it is hereby agreed as follows:

- 1. The Lease is amended by deleting Appendix A thereto in its entirety and substituting therefor as Appendix A Exhibit A hereto.
- 2. The remaining terms and provisions of the Lease remain in full force and effect, and the Lease as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and the Trustee have duly executed this Fourth Amendment to Lease Group No. 3 as of the day, month and year first above written.

UNITED STATES RAILWAY EQUIPMENT CO.

Rv. •

Vice President

Assistant Secretary

WILLIAM M. GIBBONS, Trustee of the Property of CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, Debtor

Rv :

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 15 th day of Uprel , 19	97
before me personally appeared Ralph & Bell and	
Laurence C. Prange, to me personally known, who	
being by me duly sworn, say that they are Vice President and	
Assistant Secretary, respectively, of United States Railway	
Equipment Co., that the seal affixed to the foregoing instrument	
is the corporate seal of said corporation, that said instrument	
was signed and sealed on behalf of said corporation by authority	
of its Board of Directors, and that they acknowledged that the	
execution of the foregoing instrument was the free act and deed	
of said corporation.	
Elfriede M. Kieger	
Notary Public	
My Commission Expires: $6-28-78$	

STATE OF ILLINOIS)
COUNTY OF COOK)

Notary Public

My Commission Expires:

50 ton 40' 6" steel sheathed boxcars with 6' sliding doors

New Car Numbers	Old Car Numbers	New Car Numbers	Old Car Numbers
	21891 22022 22431 21550 21831 21191 22176 22111 21902 21600 21040 22178 22033 21512 21220 22091 21671 22507 21129 21021 21448 21400 21480 21069 21707 21279 21625 21622 22099 21424 22195 21625 21622 22099 21424 22195 21695 21112 21990 21570 22260 22075 22595 21084 22317 21155 21808 21638 22124 21368	57836 57837 57838 57839 57840 57841 57842 57843 57844 57845 57846 57847 57848 57851 57852 57853 57854 57855 57855 57856 57857 57860 57861 57862 57863 57864 57865 57866 57867 57868 57867 57868 57870 57871 57872 57873 57874 57875 57876 57877 57878 57879 57880	21307 22297 22487 21143 21180 21983 21797 21567 22185 21632 21576 222695 21500 21823 21684 21538 21280 21789 21581 21796 22442 21866 21496 21496 21497 21875 22493 21140 21265 21848 22290 21904 22113 21132 21050 21353 22169 21907
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50 ton 40' 6" steel sheathed boxcars with 6' sliding doors

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50 ton 40' 6" steel sheathed boxcars with 6' sliding doors

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50 ton 40' 6" steel sheathed boxcars with 6' sliding doors

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58117	21883